



4. Bedrock denies all allegations contained in Paragraph 3 of Softlayer's Affirmative Defenses.

5. Bedrock denies all allegations contained in Paragraph 4 of Softlayer's Affirmative Defenses.

6. Bedrock denies all allegations contained in Paragraph 5 of Softlayer's Affirmative Defenses.

7. Bedrock denies all allegations contained in Paragraph 6 of Softlayer's Affirmative Defenses.

8. Bedrock denies all allegations contained in Paragraph 7 of Softlayer's Affirmative Defenses.

#### **RESPONSE TO COUNTERCLAIMS**

10. Bedrock incorporates by reference the allegations in its Complaint for Patent Infringement in response to each and every of Softlayer's Counterclaims.

11. Bedrock admits that this Court has jurisdiction as alleged in Paragraph 1 of Softlayer's Counterclaims, but denies that Softlayer is entitled to any relief requested.

12. Bedrock admits the this Court has subject matter jurisdiction as alleged in Paragraph 2 of Softlayer's Counterclaims, but denies that Softlayer is entitled to any relief requested.

13. Bedrock admits the allegations of Paragraph 3.

14. Bedrock admits the allegations of Paragraph 4.

15. With respect to Paragraph 5, Bedrock admits that an actual and justiciable controversy exists between Bedrock and Softlayer with respect to the validity and infringement of the '120 patent. Bedrock denies that there is an actual and justiciable controversy with respect

to the enforceability of the '120 patent because Softlayer has not alleged any fact or theory upon which the '120 patent can be adjudged unenforceable.

16. Bedrock denies the allegations of Paragraph 6.

**PRAYER FOR RELIEF**

Bedrock incorporates by reference the Prayer for Relief set forth in Bedrock's Complaint for Patent Infringement. Bedrock denies that Softlayer is entitled to any relief.

**DEMAND FOR JURY TRIAL**

Bedrock hereby demands that all issues be determined by jury.

DATED: October 5, 2009

Respectfully submitted,

**McKOOL SMITH, P.C.**

/s/ Sam F. Baxter  
Sam F. Baxter, Lead Attorney  
Texas Bar No. 01938000  
**McKOOL SMITH, P.C.**  
sbaxter@mckoolsmith.com  
104 E. Houston Street, Suite 300  
P.O. Box O  
Marshall, Texas 75670  
Telephone: (903) 923-9000  
Facsimile: (903) 923-9099

Douglas A. Cawley  
Texas Bar No. 04035500  
dcawley@mckoolsmith.com  
Theodore Stevenson, III  
Texas Bar No. 19196650  
tstevenson@mckoolsmith.com  
J. Austin Curry  
Texas Bar No. 24059636  
acurry@mckoolsmith.com  
**McKOOL SMITH, P.C.**  
300 Crescent Court, Suite 1500  
Dallas, Texas 75201  
Telephone: 214-978-4000  
Facsimile: 214-978-4044

Robert M. Parker  
Texas Bar No. 15498000  
Robert Christopher Bunt  
Texas Bar No. 00787165  
**PARKER, BUNT & AINSWORTH, P.C.**  
100 E. Ferguson, Suite 1114  
Tyler, Texas 75702  
Telephone: 903-531-3535  
Facsimile: 903-533-9687  
E-mail: rmparker@pbatyler.com  
E-mail: rcbunt@pbatyler.com

**ATTORNEYS FOR PLAINTIFF  
BEDROCK COMPUTER  
TECHNOLOGIES**

**CERTIFICATE OF SERVICE**

The undersigned certifies that the foregoing document was filed electronically in compliance with Local Rule CV-5(a). As such, this document was served on all counsel who have consented to electronic service on this, the 5th day of October, 2009. Local Rule CV-53(a)(3)(A).

/s/ Austin Curry  
Austin Curry